

RECORDATION NO. 14873-G FILED

DEC 20 '01

11-09 AM



SURFACE TRANSPORTATION BOARD

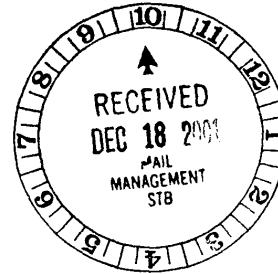
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SUSAN G. LICHTENFELD
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December 17, 2001

Via Overnight Delivery

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W., Room 714
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two executed originals and two photostatic copies of the Memorandum of Assignment of Lease, dated as of December 12, 2001 (the "Memorandum") between SC Asset Management-II, LLC, as Transferor, and Citicorp Railmark, Inc., as Transferee, which Memorandum is a secondary document as defined in the Commission's Rules for the Recordation of Documents. The Memorandum relates to that certain Lease of Railroad Equipment (the "Lease"), dated as of December 15, 1985, between Georgia Power Company, as lessor, and Chemical Business Credit Corp., as lessor (to which Transferor is the successor lessor), which Lease was duly recorded and filed, pursuant to 49 U.S.C. Section 11301, with the Surface Transportation Board on December 30, 1985 and assigned recordation number 14873-B.

The names and addresses of the parties to the enclosed Memorandum are:

Transferor: SC Asset Management-II, LLC
90 Benchmark Road
Suite 205
Avon, Colorado 81620

Transferee: Citicorp Railmark, Inc.
450 Mamaroneck Avenue
Harrison, New York 10528

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.

Mr. Vernon A. Williams
December 17, 2001
Page 2

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped original copy and two stamped photostatic copies of the Memorandum and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Memorandum of Assignment of Lease, dated as of December 12, 2001, between SC Asset Management-II, LLC, as Transferor, and Citicorp Railmark, Inc., as Transferee, covering 521 rapid discharge aluminum coal hopper railcars described therein.

Primary Document to which the Document to Be Recorded Relates

Lease of Railroad Equipment (the "Lease"), dated as of December 15, 1985, between Georgia Power Company, as lessor, and Chemical Business Credit Corp., as lessor (to which Transferor is the successor lessor), which was filed with the Surface Transportation Board on December 30, 1985 and assigned recordation number 14873-B.

Very truly yours,


Susan G. Lichtenfeld

SGL:vgc
Enclosure
cc: Robert W. Kleinman
Bret R. Klemetson

DEC 20 '01

11-09 AM

MEMORANDUM OF ASSIGNMENT OF LEASE
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 12th day of December, 2001, is made by SC ASSET MANAGEMENT-II, LLC, a Delaware limited liability company, with an address at 90 Benchmark Road, Suite 205, Avon, Colorado 81620 (the "Transferor"), and CITICORP RAILMARK, INC., a Delaware corporation, with an address at 450 Mamaroneck Avenue, Harrison, New York 10528 (the "Transferee" and, together with the Transferor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor and Transferee entered into that certain Purchase Agreement (the "Purchase Agreement") dated as of the date hereof relating to the sale by Transferor to Transferee of 521 rapid discharge aluminum coal hopper railcars identified on Schedule 1 (the "Equipment") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, the Lease of Railroad Equipment dated as of December 15, 1985 between Georgia Power Company, as lessee, and Chemical Business Creditor Corp., as lessor (to which Transferor is the successor lessor) (the "Railroad Lease"), as amended by the Omnibus Amendment Agreement dated as of June 29, 1998 among Georgia Power Company, as lessee, Chemical Business Credit Corp, as owner, The Bank of New York, as agent, and Nationsbanc Leasing Corporation, as investor (the "Amendment"; the Railroad Lease and the Amendment are hereinafter collectively referred to as the "Lease");

WHEREAS, the Equipment is subject to the Lease;

WHEREAS, the Railroad Lease was filed with the Surface Transportation Board on December 30, 1985 and assigned recordation number 14873-B;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and the Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

SC ASSET MANAGEMENT-II, LLC

By: William M. Conlin
Name: William M. Conlin
Title: Executive Vice President

CITICORP RAILMARK, INC.

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

SC ASSET MANAGEMENT-II, LLC

By: _____
Name: _____
Title: _____

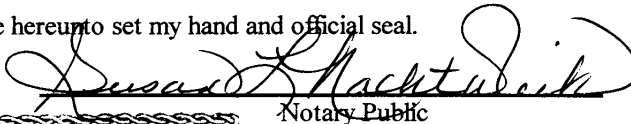
CITICORP RAILMARK, INC. .

By: R. Shawn Miller
Name: R. Shawn Miller
Title: Vice President

STATE OF ARIZONA)
) SS:
COUNTY OF MARICOPA)

On this 11 day of December, 2001 before me personally appears William N. Conlin to me personally known, who by me duly sworn, says that he/she is the EXEC VICE PRES of SC ASSET MANAGEMENT-II, LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public

[SEAL]

My Commission expires:



STATE OF NEW YORK)
) SS:
COUNTY OF WESTCHESTER)

On this _____ day of December, 2001 before me personally appears _____, to me personally known, who by me duly sworn, says that he/she is the _____ of CITICORP RAILMARK, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

[SEAL]

My Commission expires:

STATE OF COLORADO)
) SS:
COUNTY OF _____)

On this _____ day of December, 2001 before me personally appears _____, to me personally known, who by me duly sworn, says that he/she is the _____ of SC ASSET MANAGEMENT-II, LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

[SEAL]

My Commission expires:

STATE OF NEW YORK)
) SS:
COUNTY OF WESTCHESTER)

On this 11th day of December, 2001 before me personally appears R. Shawn Miller to me personally known, who by me duly sworn, says that he/she is the Vice President of CITICORP RAILMARK, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Donald E. Hoyt
Notary Public

DONALD E. HOYT
Notary Public, State of New York
No. 02HO8044718
Qualified in Westchester County
Commission Expires June 5, 2003

[SEAL]

My Commission expires:

SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE
DATED AS OF DECEMBER 12, 2001

EQUIPMENT

THE UNITS

Five hundred twenty-one (521) rapid discharge aluminum coal hopper railcars bearing the following road marks and numbers:

1 GALX86001	40 GALX86044	79 GALX86091
2 GALX86002	41 GALX86045	80 GALX86092
3 GALX86003	42 GALX86047	81 GALX86094
4 GALX86004	43 GALX86048	82 GALX86095
5 GALX86005	44 GALX86049	83 GALX86097
6 GALX86006	45 GALX86050	84 GALX86098
7 GALX86007	46 GALX86051	85 GALX86100
8 GALX86009	47 GALX86052	86 GALX86101
9 GALX86010	48 GALX86053	87 GALX86102
10 GALX86011	49 GALX86054	88 GALX86103
11 GALX86012	50 GALX86055	89 GALX86104
12 GALX86013	51 GALX86056	90 GALX86107
13 GALX86014	52 GALX86057	91 GALX86108
14 GALX86015	53 GALX86058	92 GALX86109
15 GALX86016	54 GALX86059	93 GALX86110
16 GALX86017	55 GALX86060	94 GALX86111
17 GALX86018	56 GALX86062	95 GALX86112
18 GALX86019	57 GALX86064	96 GALX86113
19 GALX86020	58 GALX86066	97 GALX86114
20 GALX86021	59 GALX86067	98 GALX86115
21 GALX86022	60 GALX86068	99 GALX86116
22 GALX86023	61 GALX86069	100 GALX86117
23 GALX86024	62 GALX86070	101 GALX86118
24 GALX86026	63 GALX86071	102 GALX86119
25 GALX86028	64 GALX86072	103 GALX86120
26 GALX86029	65 GALX86074	104 GALX86121
27 GALX86030	66 GALX86075	105 GALX86122
28 GALX86031	67 GALX86076	106 GALX86123
29 GALX86033	68 GALX86078	107 GALX86124
30 GALX86034	69 GALX86079	108 GALX86125
31 GALX86035	70 GALX86080	109 GALX86126
32 GALX86036	71 GALX86081	110 GALX86127
33 GALX86037	72 GALX86082	111 GALX86128
34 GALX86038	73 GALX86083	112 GALX86129
35 GALX86039	74 GALX86084	113 GALX86130
36 GALX86040	75 GALX86085	114 GALX86131
37 GALX86041	76 GALX86087	115 GALX86132
38 GALX86042	77 GALX86089	116 GALX86133
39 GALX86043	78 GALX86090	117 GALX86134

118 GALX86135	168 GALX86191	218 GALX86249
119 GALX86136	169 GALX86192	219 GALX86250
120 GALX86137	170 GALX86193	220 GALX86251
121 GALX86138	171 GALX86194	221 GALX86252
122 GALX86139	172 GALX86195	222 GALX86253
123 GALX86140	173 GALX86196	223 GALX86255
124 GALX86141	174 GALX86197	224 GALX86256
125 GALX86142	175 GALX86198	225 GALX86257
126 GALX86144	176 GALX86200	226 GALX86258
127 GALX86146	177 GALX86201	227 GALX86259
128 GALX86147	178 GALX86202	228 GALX86260
129 GALX86148	179 GALX86203	229 GALX86261
130 GALX86149	180 GALX86206	230 GALX86262
131 GALX86150	181 GALX86207	231 GALX86263
132 GALX86151	182 GALX86208	232 GALX86264
133 GALX86152	183 GALX86209	233 GALX86265
134 GALX86153	184 GALX86210	234 GALX86266
135 GALX86154	185 GALX86211	235 GALX86267
136 GALX86155	186 GALX86212	236 GALX86268
137 GALX86156	187 GALX86213	237 GALX86270
138 GALX86157	188 GALX86214	238 GALX86271
139 GALX86158	189 GALX86215	239 GALX86272
140 GALX86159	190 GALX86216	240 GALX86273
141 GALX86160	191 GALX86217	241 GALX86274
142 GALX86161	192 GALX86218	242 GALX86275
143 GALX86162	193 GALX86219	243 GALX86276
144 GALX86163	194 GALX86220	244 GALX86277
145 GALX86164	195 GALX86221	245 GALX86278
146 GALX86165	196 GALX86222	246 GALX86280
147 GALX86166	197 GALX86223	247 GALX86281
148 GALX86167	198 GALX86224	248 GALX86282
149 GALX86168	199 GALX86226	249 GALX86283
150 GALX86169	200 GALX86227	250 GALX86285
151 GALX86170	201 GALX86228	251 GALX86286
152 GALX86171	202 GALX86229	252 GALX86287
153 GALX86173	203 GALX86230	253 GALX86288
154 GALX86174	204 GALX86231	254 GALX86289
155 GALX86175	205 GALX86233	255 GALX86290
156 GALX86177	206 GALX86234	256 GALX86291
157 GALX86178	207 GALX86235	257 GALX86292
158 GALX86179	208 GALX86236	258 GALX86295
159 GALX86180	209 GALX86237	259 GALX86296
160 GALX86181	210 GALX86239	260 GALX86297
161 GALX86182	211 GALX86240	261 GALX86298
162 GALX86185	212 GALX86241	262 GALX86299
163 GALX86186	213 GALX86242	263 GALX86300
164 GALX86187	214 GALX86243	264 GALX86301
165 GALX86188	215 GALX86244	265 GALX86303
166 GALX86189	216 GALX86246	266 GALX86304
167 GALX86190	217 GALX86248	267 GALX86305

268 GALX86306	318 GALX86364	368 GALX86426
269 GALX86308	319 GALX86365	369 GALX86427
270 GALX86309	320 GALX86366	370 GALX86428
271 GALX86310	321 GALX86367	371 GALX86430
272 GALX86311	322 GALX86368	372 GALX86431
273 GALX86312	323 GALX86370	373 GALX86432
274 GALX86313	324 GALX86371	374 GALX86434
275 GALX86314	325 GALX86372	375 GALX86435
276 GALX86316	326 GALX86373	376 GALX86436
277 GALX86317	327 GALX86374	377 GALX86437
278 GALX86318	328 GALX86375	378 GALX86438
279 GALX86320	329 GALX86376	379 GALX86441
280 GALX86321	330 GALX86377	380 GALX86442
281 GALX86322	331 GALX86380	381 GALX86443
282 GALX86323	332 GALX86381	382 GALX86444
283 GALX86324	333 GALX86382	383 GALX86445
284 GALX86325	334 GALX86383	384 GALX86447
285 GALX86327	335 GALX86386	385 GALX86448
286 GALX86329	336 GALX86387	386 GALX86450
287 GALX86330	337 GALX86388	387 GALX86451
288 GALX86331	338 GALX86389	388 GALX86452
289 GALX86332	339 GALX86390	389 GALX86453
290 GALX86333	340 GALX86391	390 GALX86454
291 GALX86335	341 GALX86392	391 GALX86455
292 GALX86336	342 GALX86393	392 GALX86456
293 GALX86337	343 GALX86394	393 GALX86457
294 GALX86338	344 GALX86395	394 GALX86458
295 GALX86339	345 GALX86398	395 GALX86459
296 GALX86340	346 GALX86399	396 GALX86460
297 GALX86341	347 GALX86400	397 GALX86461
298 GALX86342	348 GALX86401	398 GALX86462
299 GALX86344	349 GALX86402	399 GALX86463
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302 GALX86347	352 GALX86405	402 GALX86467
303 GALX86349	353 GALX86406	403 GALX86468
304 GALX86350	354 GALX86408	404 GALX86469
305 GALX86351	355 GALX86409	405 GALX86470
306 GALX86352	356 GALX86410	406 GALX86471
307 GALX86353	357 GALX86413	407 GALX86472
308 GALX86354	358 GALX86414	408 GALX86473
309 GALX86355	359 GALX86416	409 GALX86474
310 GALX86356	360 GALX86417	410 GALX86475
311 GALX86357	361 GALX86418	411 GALX86476
312 GALX86358	362 GALX86419	412 GALX86477
313 GALX86359	363 GALX86420	413 GALX86478
314 GALX86360	364 GALX86422	414 GALX86479
315 GALX86361	365 GALX86423	415 GALX86480
316 GALX86362	366 GALX86424	416 GALX86481
317 GALX86363	367 GALX86425	417 GALX86482

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